

UNITED STATES DISTRICT COURT
DISTRICT OF PUERTO RICO

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In re:

PROMESA
Title III

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

No. 17 BK 3283-LTS
(Jointly Administered)

THE COMMONWEALTH OF PUERTO RICO
et al.,

Debtors.¹

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OMNIBUS ORDER AWARDING: I. INTERIM ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES FOR THE SEVENTH INTERIM (JUNE 1-SEPTEMBER 30, 2019) AND PRIOR
COMPENSATION PERIODS; II. FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FOR THE FINAL FEE PERIOD

This matter coming before the Court on the interim fee applications (together
Docket Entry Nos. 5716, 5800 [Amended Docket Entry No. 8450], 7997, 8512, 8786, 9164,
9167, 9178, 9183, 9197, 9199, 9204, 9209, 9216, 9217, 9220, 9221, 9312, and 9333 in Case No.
17-3283, Docket Entry No. 699 in Case No. 17-3566, Docket Entry No. 651 in Case No. 17-
3567, and Docket Entry Nos. 1129, 1746, and 1774 in Case No 17-4780, the (“Applications”)),

¹ The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the “Commonwealth”) (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

all as indicated as “Recommended for Approval” on the attached Exhibit A, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance—and, in one instance, final allowance—of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “Compensation Periods”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket Entry No. 1150] (the “Interim Compensation Order”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket Entry No. 1715] (the “First Amended Interim Compensation Order”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket Entry No. 3269] (the “Second Amended Interim Compensation Order”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Docket Entry No. 1416] (the “Fee Examiner Order”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Docket Entry No. 3324] (the “First Amended Fee Examiner Order”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [Docket Entry No. 11785]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications; now therefore

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis, and the *Omnibus Objection to Fee Applications Filed by Professionals and Request to Increase Holdback Amount* [Docket Entry. No. 9419] is OVERRULED, with respect to the Applications set forth on the attached Exhibit A.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached Exhibit A, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on Exhibit A under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. The Application listed on the attached Exhibit B is GRANTED on a final basis with the adjustments outlined therein. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay the Applicant listed on Exhibit B 100 percent of the fees and 100 percent of the expenses listed under the columns “Final Fees Recommended for Approval” and “Final Expenses Recommended for Approval.”

5. Pursuant to the Fee Examiner’s report, the interim fee applications listed on Exhibit C and the final applications listed on Exhibit D of the report [Docket Entry Nos. 4020, 4358, 4897, 5810, 6042, 6043, 6044, 6045, 6047, 7341, 7717, 7428, 7973, 8006, 8014, 8180, 8454, 8520, 8539, 8734, 8737, 8739, 8743, 9144, 9176, 9181, 9182, 9207, 9212, 9213, 9215,

9218, 9219, 9245, 9274, 9275, 9305, 9314, 9316, 9332, 9354, 9538, 9539, 9624, 9626, 9628, 9630, 10502, 10530, and 10829 in Case No. 17-3283, Docket Entry Nos. 639, 640, and 644 in Case No. 17-3284, Docket Entry Nos. 622, 658, 667, 715, 717, 724 and 747 in Case No. 17-3566, Docket Entry Nos. 615, 640, 652, 654, 657, and 664 in Case No. 17-3567 and Docket Entry Nos. 1048, 1133, 1137, 1147, 1489, 1604, 1642, 1770, 1776, 1778, 1786, 1788, and 1838 in Case No. 17-4780] remain adjourned for consideration at a later hearing date.

6. This Order resolves Docket Entry Nos. 5716, 5800, 7997, 8450, 8512, 8786, 9164, 9167, 9178, 9183 9197, 9199, 9204, 9209, 9216, 9217, 9220, 9221, 9312, and 9333 in Case No. 17-3283, Docket Entry No. 699 in Case No. 17-3566, Docket Entry No. 651 in Case No. 17-3567, and Docket Entry Nos. 1129, 1746, and 1774 in Case No 17-4780.

SO ORDERED.

Dated: March 6, 2020

/s/ Laura Taylor Swain
LAURA TAYLOR SWAIN
United States District Judge